

RECORDATION NO. 21859-E FILED

APR 11 '12 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

April 11, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Cross-Sublease, dated as of April 1, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Cross-Sublease of Railroad Equipment previously filed with the Board under Recordation Numbers 21859-A and 21860-A.

The name and address of the party to the enclosed document are:

Sublessor/
Sublessee:

The Kansas City Southern Railway Company
427 West 12th Street
Kansas City, MO 64121

Sublessee/
Sublessor:

Grand Trunk Western Railroad Company (f/k/a
Grand Trunk Western Railroad Incorporated)
P.O. Box 8100
Montreal, PQ
Canada H3C 3N4

Chief, Section of Administration
April 11, 2012
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A description of the railroad equipment covered by the enclosed document
is

40 locomotives TERMINATED: KCS 6600 – KCS 6620 and GTW 5938 –
GTW 5956 (previously KCS 6621 – KCS 6639)

A short summary of the document to appear in the index is

Termination of Cross-Sublease

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,



Edward M Luria

EML/sem
Enclosures

TERMINATION OF CROSS-SUBLEASE APR 11 '12 -9 11 AM

SURFACE TRANSPORTATION BOARD
THIS TERMINATION OF CROSS-SUBLEASE is made and entered into as of April 1, 2011 by **GRAND TRUNK WESTERN RAILROAD COMPANY** ("GTW") and **THE KANSAS CITY SOUTERN RAILWAY COMPANY** ("KCS").

WITNESSETH:

1. GTW (formerly known as **Grand Trunk Western Railroad Incorporated**) and KCS entered into a Cross-Sublease of Railroad Equipment dated as of October 15, 2001, as amended or supplemented, (the "Cross-Sublease") covering forty (40) EMD SD40-3 locomotives marked **KCS 6600 through KCS 6620** and **GTW 5938 through GTW 5956** (formerly **KCS 6621 through KCS 6639**) (collectively, the "Locomotives");
2. To evidence the Cross-Sublease, a Memorandum of Cross-Sublease of Railroad Equipment dated as of October 15, 2001 between GTW and KCS was (i) filed at the Surface Transportation Board on November 7, 2001 at (x) 11:57 A.M. with secondary recordation number 21859-A and (y) 12:33 P.M. with secondary recordation number 21860-A and (ii) deposited at the Registrar General of Canada on November 13, 2001 at 10:15 A.M.; and
3. As of the date hereof, GTW and KCS desire to terminate the Cross-Sublease of the Locomotives.

NOW THEREFORE, for good and valuable consideration, GTW and KCS hereby agree and acknowledge for the public record that (i) the Cross-Sublease is terminated (except for such terms thereof which expressly survive termination) and (ii) any security interest in the Locomotives is hereby released.

[Execution on next page.]

IN WITNESS WHEREOF, GTW and KCS have caused this Termination of Cross-Sublease to be executed as of the date first above written. Each of the undersigned certifies that he / she holds the title set forth below, that this instrument was signed on behalf of his / her corporation by authority of its Board of Directors and that the execution of this instrument was the free act and deed of his / her corporation. The undersigned further declare under penalty of perjury that the foregoing is true and correct.

**THE KANSAS CITY SOUTHERN
RAILWAY COMPANY,**

By: Michael W Cline
Name: MICHAEL W CLINE
Title: VP FINANCE AND TREASURER

**GRAND TRUNK WESTERN
RAILROAD COMPANY,**

By: John A.N. Lamont
Name: John A.N. Lamont
Title: Sr. Manager, Asset Finance